

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

BROCHURE

BENIN MANAGEMENT CORPORATION

96 Bald Hill Road

Wilton, CT 06897

(203)762-3295

Fax: (203)762-5629

www.beninmanagement.com

Chief Compliance Officer: Karen Benin

**This brochure provides information about the qualifications and business practices
of**

**Benin Management Corporation. If you have any questions about the contents of
this brochure, please contact us at (203)762-3295 or**

Karen@beninmanagement.com. The

**Information in this brochure has not been approved or verified by the United States
Securities and Exchange Commission or by any state securities authority.**

**Additional information about Benin Management Corporation is also available
on the SEC's website at www.adviserinfo.sec.gov**

Form ADV – Part 2A Brochure

Dated: 07/23/2012

Item 2 Material Changes

In 2010 the United States Securities and Exchange Commission published 'Amendments to Form ADV' which amends the disclosure document that we provide to clients as required by SEC Rules. One of the new requirements is a summary of all material changes made during the previous year. Since our last annual update of our ADV we have had one material change, as summarized below.

1. As part of new rules and rule amendments to the Investment Advisers Act of 1940 to implement provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, BMC was required to file an other than annual updating amendment to our ADV Part 1 as of the end of 2011. Part of this amendment included a re-calculation of our assets under management using new guidelines provided by the SEC. Referred to as 'regulatory assets under management', the figure is now required to include personal and proprietary accounts as well as accounts managed for clients. The other difference is that regulatory assets under management are calculated on a gross basis, so the value of covered options or securities purchased on margin are not deducted. Both figures are included in Item 4 of this disclosure.

'As of April 30, 2012, the amount of funds being managed by BMC on a discretionary basis is \$228,689,267. The value of regulatory assets under management as reported to the SEC as of April 30, 2012 was \$239,964,075.'

<u>Item #</u>	<u>Topic</u>	
<u>Page #</u>		
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	4
6	Performance-Based Fees and Side-by-Side Management	5
7	Types of Clients	5
8	Methods of Analysis, Investment Strategies and Risk of Loss	5
9	Disciplinary Information	7
10	Other Financial Industry Activities and Affiliations	7
11	Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	7
12	Brokerage Practices	8
13	Review of Accounts	12
14	Client Referrals and Other Compensation	12
15	Custody	12
16	Investment Discretion	13
17	Voting Client Securities	13
18	Financial Information	13
19	Requirements for State-Registered Advisors	13

Item 4 Advisory Business

Peter Benin founded BMC in 1973 as a New York corporation and is President of the company. His son, Christopher Benin, joined BMC in 2001 and is Managing Director. Christopher Benin is the sole owner of BMC and he and Peter Benin are the only individuals who render investment advice for BMC. Both individuals are registered Investment Advisor Representatives.

BMC provides investment supervisory services. Its investment advice is usually tailored to the needs of each of its clients. It determines those needs in its initial meetings with each client and updates the circumstances and needs of the client on a periodic basis. BMC will invest its clients' funds in any appropriate investment vehicle, but it generally invests in stocks, bonds, covered options and exchange traded funds ("ETFs"). Clients' funds are occasionally invested in mutual funds and other investment vehicles if appropriate.

On occasion, BMC will serve as a sub-advisor for another registered investment advisor. In that event, BMC will invest the assets allocated to it by the principal investment advisor as directed by the principal investment advisor. In these cases, BMC will not be responsible for diversification of the client's assets or for tailoring investments to the client's needs; rather, BMC will provide investment advice as limited by its agreement with the principal investment advisor and the client

All client funds are managed by Benin Management Corporation ("BMC") on a discretionary basis, although certain clients may impose certain restrictions on the nature of investments to be made. As of April 30, 2012, the amount of funds being managed by BMC on a discretionary basis is \$228,689,267. The value of regulatory assets under management as reported to the SEC as of April 30, 2012 was \$239,964,075.

Item 5 Fees and Compensation

On an annualized basis, BMC's fee for portfolio management is generally equal to 1.00% of the first \$2,000,000 and 0.50% for assets above \$2,000,000. BMC may negotiate an alternative fee amount, such as a fixed fee for asset management and investment advisory services. Under such arrangements, the fee is negotiated on a case-by-case basis, depending on the scope and complexity of the requested services, and will be clearly set forth in the management agreement signed by the client and BMC. Moreover, fee arrangements with clients who engaged BMC prior to July 1995 will differ from those described above. BMC also negotiates its fees pursuant to a sub-advisory relationship. These sub-advisory clients will also be charged a management fee by the principal investment advisor in charge of the client relationship.

Fees are billed twice a year, on the anniversary of the date on which the client retained BMC and six months after such date (or on the following business day, if such dates fall on a weekend or holiday). Bills are sent to the clients and fees are paid to BMC either by the client directly or by the custodian of each client's assets upon receipt by the custodian

of notice from BMC of the amount of the bill. The manner of payment is determined by the client.

In addition to the fees charged by BMC, some clients of BMC may be charged custodial fees by the custodian holding their assets. Clients of BMC will also be charged brokerage fees and commissions, and fees charged by any mutual fund or other investment vehicle in which BMC invests the client's money. All of these additional charges will be payable to parties other than BMC. See Item 12 of this Brochure for an additional discussion of brokerage.

Neither BMC nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

The fee to BMC is billed and payable in advance. If a client's advisory contract with BMC is terminated before the end of a period for which the client has paid the fee, BMC will refund to the client the prorated portion of the fee representing the remainder of the period following the date of termination. The contract may be terminated at any time by either party upon written notice to the other party.

Item 6 Performance Based Fees and Side by Side Management

BMC does not charge performance-based fees.

Item 7 Types of Clients

BMC provides investment supervisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. It buys and sells investments for the accounts of its clients on a discretionary basis. BMC generally does not accept clients with less than \$200,000 of investable assets.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

In formulating investment advice for their clients, the principals of BMC utilize a variety of investment techniques. Their security analysis methods include charting, fundamental analysis, technical analysis and cyclical research. They obtain the information needed to conduct this analysis through financial periodicals, inspections of corporate activities, research materials prepared by other people, corporate rating services, review of annual and quarterly reports, prospectuses, and other filings with the Securities and Exchange Commission, company press releases and macro-economic information. These methods involve some risk that the information on which the principals rely in formulating their investment strategies is incorrect, or that the predictions made by the principals from the information will prove to be wrong. Investing in securities involves risk of loss that clients should be prepared to bear.

Investments are monitored on a regular basis.

While the principals of BMC exercise great care in their investment activities on behalf of BMC's clients, investing in securities always involves a risk of loss. Some or all of the money invested could be lost, and clients must be prepared to bear that loss if it should occur.

Some investments are held for long term (greater than one year) and some are held for the short term (less than one year). In some cases, securities are sold within 30 days of their purchase. Short term trading can cause an increase in trading volume, which will increase client expenses due to brokerage fees and commissions.

The principals of BMC may also utilize short sales, margin transactions and option transactions (particularly, but not limited to, covered options) as investment strategies.

Short sales, in which a security is sold before the investor owns it, involve some risk that the investor will not be able to obtain the security that is sold short at a lower price than the price at which it was sold, so that the short sale does not result in a profit for the investor and might even result in a loss.

Margin transactions, in which an investor deposits a certain amount in a margin account and securities are purchased in part with borrowed funds, are subject to legal limitations and may carry other risks, including the following:

- the possibility that the investor can lose more funds than were deposited in the margin account. A decline in the value of securities that are purchased on margin may require that the investor provide additional funds to the firm that has provided the loan to avoid the forced sale of those securities or other securities in the investor's account.
- the risk that BMC can be forced to sell securities in the client's account. If the equity in the margin account falls below the maintenance margin requirements under the law—or the firm's higher "house" requirements—BMC can sell the securities in the client's account to cover the margin deficiency. In this event, the client will also be responsible for any short fall in the account after such a sale.
- A client is not entitled to an extension of time on a margin call. While an extension of time to meet initial margin requirements may be available to customers under certain conditions, a customer does not have a right to the extension. In addition, a customer does not have a right to an extension of time to meet a maintenance margin call.

Selling a covered call option gives the buyer of the option the right to buy a specified amount of an underlying security (already owned by the client) at a specified price on or before the expiration date. The options are sold for a premium that is paid to the client. This premium acts as a partial hedge and a potential source of cash flow for the account. However there are risks involved in selling covered options, including the risk that the stock price may increase in value well above the strike price of the option. In this case the client may be required to sell the stock at a price (the strike price) well below the price the stock is trading at in the open market at that time. Moreover, the price of the stock may decline to a point where the partial hedge provided by the option premium may not cover the full loss in the value of the stock. In addition, any time a covered

option is exercised by the buyer, the sale of the stock results in brokerage fees to the client, as well as the brokerage fees associated with the sale of the covered option.

BMC serves as investment advisor to many clients and may give advice or take action in performing their duties to clients, or for their own accounts, that differ from advice given or action taken for other clients. Certain securities purchases may be suitable for some clients or accounts but not for others. Moreover, BMC may purchase shares of a security on one day for several clients, and then purchase the same security the next day for other clients for different reasons. Conflicts of interest may arise in the allocation of investment opportunities among accounts, BMC will seek to allocate investment opportunities equitably among accounts where the investment is reasonable and with the best interests of all accounts involved.

Item 9 Disciplinary Information

BMC has no legal or disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Neither BMC nor either of its principals has any other financial industry activities or affiliations.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

BMC has a written Code of Ethics, the full text of which is available to any client or prospective client upon request. The Code of Ethics includes the following provisions:

- BMC emphasizes the unrestricted right of the client to specify investment objectives, guidelines and/or conditions on the overall management of the client's account.
- A control person may not purchase a security unless all present accounts that will purchase such security have already done so, or a period of six months has elapsed since the first purchase has taken place.
- If a security is being sold for fundamental reasons in a client's account and such security is also held in a "control" account, all client positions must be sold (except those being retained for other reasons, such as tax considerations or client instructions) before the stock of the control person is sold.
- If a security is being sold for a client and on the same day for a control person, the client order shall be entered earlier, if possible.
- BMC and its employees may not participate in private placements or initial public offerings ("IPOs") without pre-clearance from BMC's Chief Compliance Officer. IPO allocations to clients are assigned on an equitable basis, taking into account the investment parameters of the account and available funds of each client. The allocation is not affected by the size of the account. Each broker dealer's set of accounts is treated as a separate group.
- BMC requires that all individuals in its employ must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.

- Records will be maintained by BMC of all securities bought and sold by BMC, associated persons of BMC, and related entities. A qualified representative of BMC will review these records on a regular basis.

The provisions of BMC's Code of Ethics are intended, in part, to address any conflicts of interest that may arise in the event that BMC, a principal of BMC or a person related to BMC or its principals (collectively, a "BMC Affiliate") owns the same securities that are recommended to clients, or buys or sells the same securities being purchased or sold for clients at the same time. In the event of such a conflict of interest, it is possible that the action of the BMC Affiliate with respect to the security could affect the value of the security in the client's account. BMC has instituted the policies described above and other personal trading policies to ensure that the effect of any action by the BMC Affiliate is negligible on client accounts. In the event that the securities in question are broadly traded (such as those securities in the S&P 500, S&P 400, Dow Jones Industrial Average, over-the-counter securities, heavily traded NYSE company, risk arbitrage target, and/or put and call options, no restrictions are imposed on BMC Affiliate actions since those actions would not affect the market in those securities.

Item 12 Brokerage Practices

A. 1. Research and Other Soft Dollar Benefits. In suggesting a broker/custodian to clients, BMC endeavors to select those broker-dealers that will provide the best services at the lowest commission rates possible. The reasonableness of best execution is based on several factors, including the broker's ability to provide professional services, competitive commission rates, the reputation of the firm and its principals, reliability and financial responsibility, and other services.

At any time, BMC may receive economic benefits from any of the brokerage houses that domicile client accounts. These benefits may include any one or more of the following products and service (provided without cost or at a discount): receipt of duplicate client statements and confirmations; stock research and reports related to products and tools; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); and the ability to have advisory fees deducted directly from client accounts. These benefits do not depend on the amount of brokerage transactions directed to the broker.

BMC generally recommends that a client in need of brokerage and custodial services utilize TD Ameritrade, Inc. ("TD Ameritrade"), an independent and unaffiliated SEC-registered broker/dealer and member of FINRA, SIPC and NFA, BMC participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade. TD Ameritrade Institutional offers independent investment advisors services that include custody of securities, trade execution, and clearance and settlement of transactions, at a very competitive price. In some cases, other broker/custodians are used for clients, in the event that the clients request a particular broker or if a different broker would be in the best interests of the client. TD Ameritrade and BMC are separate firms and are unaffiliated; they have neither an agency nor an employment relationship.

BMC receives some benefits from TD Ameritrade through its participation in the TD Ameritrade Institutional program that may not be available to TD Ameritrade retail investors. These benefits may include any one or more of the following: consulting services, including information and reports on various portfolio management systems and access to studies, surveys and articles produced by TD Ameritrade on topics pertinent to the securities industry; access to a trading desk serving advisor participants; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees; discounts on compliance, marketing, stock research and reports, technology (in the form of web-based tools such as online access to allow clients to view their accounts), and practice management products or services provided to BMC by third party vendors. TD Ameritrade may also pay or reimburse expenses for BMC's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's advisor custody and brokerage services generally. These products or services may assist BMC in managing and administering client accounts, including accounts not maintained at TD Ameritrade. BMC does not allocate these products or services to client accounts proportionately to the amount of trades done by those clients' accounts at TD Ameritrade. Other services made available by TD Ameritrade are intended to help BMC manage and further develop its business enterprise. These benefits received by BMC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade, and there is no direct link between BMC's participation in the TD Ameritrade Institutional program and the investment advice it gives to its clients.

BMC also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Services include spending on behalf of BMC by TD Ameritrade in the amount of \$25,000 annually, used for Schwab Portfolio Center, a portfolio management system (\$17,000) and Thinkpipes, an online market data platform (\$8,000). TD Ameritrade provides the Additional Services in its sole discretion and at its own expense, and BMC does not pay any fees to TD Ameritrade for the Additional Services. BMC and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of Additional Services.

BMC receives a benefit from TD Ameritrade when it receives the Additional Services and the other benefits provided to participants in the TD Ameritrade Institutional program because it does not have to pay for the services, research and other benefits it receives.

BMC's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to BMC, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, BMC's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with BMC, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, BMC may have an incentive to recommend to its clients that the

assets under management by BMC be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. BMC's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts, and BMC may at times refer clients to other brokers. As part of its fiduciary duties to clients, BMC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by BMC in and of itself creates a potential conflict of interest and may indirectly influence BMC's recommendations for custody and brokerage services.

When a client decided to hire BMC in the past fiscal year, BMC usually recommended that TD Ameritrade be the client's custodian and broker and explained the benefits of this choice. However, in some instances a new client required that BMC use the client's existing broker/custodian.

A. 2. Brokerage for Client Referrals. BMC may receive client referrals from TD Ameritrade through its AdvisorDirect program (the "referral program"). In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, BMC may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise BMC and has no responsibility for BMC's management of client portfolios or BMC's other advice or services. BMC pays TD Ameritrade an ongoing fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to BMC ("Solicitation Fee"). BMC will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by BMC from any of a referred client's family members, including a spouse, child, or any other immediate family member who resides with the referred client and hired Advisor on the recommendation of such referred client. BMC will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

BMC's participation in the AdvisorDirect referral program raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, BMC may have an incentive to recommend to clients that the assets under management by BMC be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, BMC has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. BMC's

participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

In the past fiscal year, BMC recommended to clients who were referred to BMC by AdvisorDirect that they use TD Ameritrade as their broker and custodian. BMC did not direct transactions by other clients to TD Ameritrade in order to obtain additional referrals from the AdvisorDirect program.

A. 3. Directed Brokerage.

Generally, clients grant complete discretion to BMC to select the brokers and/or custodians to be used for such clients' accounts. However, some clients may direct BMC to use a particular broker. For clients of BMC that are referred by registered representatives of various independent and unaffiliated broker dealers, including full service broker dealers, BMC will typically execute all of the client's trades through that referring registered representative in order to reduce the client's trading costs because there is a fee to trade away from the referring registered representative. This arrangement could cause clients to pay higher commission rates than those available through discount broker dealers. BMC clients should be aware that they have total freedom to choose a different broker to execute their trades, and are in no way obligated to utilize the services of the referring registered representative. Clients are encouraged to discuss available alternatives with BMC.

Moreover, clients who may want to direct BMC to use a particular broker/custodian should understand that this might prevent BMC from aggregating orders with other clients or from effectively negotiating brokerage commissions on their behalf. This arrangement may also prevent BMC from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses and execution, clearance, and settlement capabilities they will obtain through their broker are adequately favorable in comparison to those that BMC would otherwise obtain.

B. Generally, BMC will aggregate orders with respect to a security if such aggregation is consistent with achieving best execution for the various client accounts. If BMC leaves an order open during the course of a day, all trades (on the same side of the market) of that security traded while the order was open will be aggregated and an average price given. Once an order is closed, any subsequent trades in the security will not necessarily be aggregated with the previously closed order. BMC makes investment decisions based on the individual account parameters and aggregates trades to ensure fairness among accounts and to achieve best execution.

Trade Errors

BMC will ensure that clients suffer no material losses as a result of trading errors caused by its negligence. Where a third party's negligence causes a trading error that results in a

material loss to a client, BMC will attempt to recover the amount of the loss from the third party for the client, although BMC does not assume responsibility for making the third parties compensate the clients in such cases.

Item 13 Review of Accounts

Investments are generally monitored on a regular basis by Peter Benin, the President of BMC, or Christopher Benin, Managing Director of BMC. A more formal review of accounts is conducted at least every six months, at which time an evaluation report is prepared and sent to clients. The six-month review of accounts is reviewed by Peter and/or Christopher Benin and involves the value and holdings of the account at the beginning of the six-month period, the additions, withdrawals and other events that occurred during that period, and the value and holdings of the account at the end of the period, and to reconcile BMC's records with those of the custodian. The evaluation report includes a letter stating the value of the account at the beginning and end of the six-month period, deposits and withdrawals during that period, and the net amount invested.

Additional reviews will be conducted at the client's request (or, in the case of sub-advisory relationships, at the request of the principal investment advisor) or at BMC's discretion. BMC may choose to review a client's account if it learns of a change in the client's financial or personal situation that may warrant a revision of the client's investment plan, if a client requests an additional review or specific information, or if there is a major market event. The manner in which such additional reviews of accounts are conducted varies depending upon the purpose of the review.

Item 14 Client Referrals and Other Compensation

See Item 12 above for a discussion of the TD Ameritrade Institutional and AdvisorDirect programs in which BMC participates. From time to time, an investment advisor may refer clients to BMC on a sub-advisory basis. BMC will be compensated by such clients as described in Item 5 above. However, BMC neither receives nor pays any compensation from or to any such investment advisor in connection with such referrals.

Item 15 Custody

BMC does not have custody of client funds except as necessary for payment of advisory fees. Client funds and securities are held at a brokerage firm. These firms provide clients with monthly reports of holdings in the clients' accounts. Clients are urged to review those statements closely. If a client's account has had no activity, the client may receive the custodian reports quarterly rather than monthly.

Item 16 Investment Discretion

BMC has investment discretion over the accounts of all of its clients. This discretion is granted through the investment advisor agreement between BMC and each client (or, in the case of sub-advisory clients, through the Sub-Advisory Covered Call Portfolio

Information Sheet that each sub-advisory client completes and executes), and it is also granted through a limited power of attorney that each client executes in favor of BMC. Clients (or in the case of sub-advisory accounts, the principal investment advisor) may impose restrictions on BMC's authority to trade in client accounts. Typical restrictions include the avoidance of certain industries or companies as investment targets, a preference for more conservative or long-range investments over short-term gains, and restrictions based on tax consequences of the investment. BMC will also generally honor requests from clients to purchase or sell a particular security.

Item 17 Voting Client Securities

BMC does not vote proxies in connection with any client securities. However, on limited occasions and only at the client's request, BMC may offer a client advice regarding corporate actions and the exercise of proxy voting rights. Clients may receive a copy of BMC's proxy voting policy upon request.

Other Legal Actions

BMC does not advise or act for Clients in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by them.

Item 18 Financial Information

An audited balance sheet of BMC for the fiscal year ending April 30, 2012 is attached. BMC does not believe there is any financial condition at present that would impair its ability to meet contractual commitments to clients.

Item 19 Requirements for State-Registered Advisors

Not applicable.

Independent Auditors' Report**The Board of Directors
Benin Management Corp.**

We have audited the accompanying balance sheets of Benin Management Corp. (the "Company") as of April 30, 2012 and 2011, and the related statements of operations and accumulated deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Benin Management Corp. as of April 30, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

O'Connor Davies, LLP

July 19, 2012
Stamford, Connecticut

Benin Management Corp.

Balance Sheets

	April 30,	
	<u>2012</u>	<u>2011</u>
ASSETS		
Current Assets		
Cash	\$ 7,052	\$ 2,314
Accounts receivable	<u>82,012</u>	<u>77,075</u>
Total Current Assets	89,064	79,389
Property and equipment, net	<u>63,497</u>	<u>53,722</u>
	<u><u>\$ 152,561</u></u>	<u><u>\$ 133,111</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	\$ 5,442	\$ 2,675
Deferred revenue	<u>348,272</u>	<u>345,701</u>
Total Current Liabilities	<u>353,714</u>	<u>348,376</u>
Stockholders' Equity (Deficit)		
Capital stock, \$0.01 par value, 10,000 shares authorized, 1,000 shares issued and outstanding	10	10
Paid-in capital	9,990	9,990
Accumulated deficit	<u>(211,153)</u>	<u>(225,265)</u>
Total Stockholders' Equity (Deficit)	<u>(201,153)</u>	<u>(215,265)</u>
	<u><u>\$ 152,561</u></u>	<u><u>\$ 133,111</u></u>

See notes to financial statements